

**EVE INVESTMENTS LIMITED
ACN 106 523 611**

**NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT**

For the General Meeting to be held
on Monday, 26 June 2017 at 10:00am (WST) at

Suite 1, 245 Churchill Avenue, Subiaco, Western Australia

This is an important document. Please read it carefully.
Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

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TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

The General Meeting of the Company will be held at:

Suite 1
245 Churchill Avenue
Subiaco, Western Australia

Commencing
10:00am (WST)
Monday, 26 June 2017

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10:00am (WST).

Voting by Proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- hand to the Company's office at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, 6008;
- post to PO Box 162, Subiaco, Western Australia, 6904; or
- facsimile to facsimile number +61 8 6465 5599,

so that it is received not later than 10:00am (WST) on 24 June 2017.

EVE INVESTMENTS LIMITED
ACN 106 523 611
NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of EVE Investments Limited will be held at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, on Monday, 26 June 2017 at 10:00am (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to the issue of 188,137,500 Shares being a placement to unrelated parties, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

RESOLUTION 2 - APPROVAL OF PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 94,068,764 Options in respect of a placement to unrelated parties on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – APPROVAL OF BROKER OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options to brokers in respect of a placement fee on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote if it:

- For personal use only
- (a) is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
 - (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 - APPROVAL TO ISSUE SECURITIES TO BILL FRY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 11,458,333 Shares and 5,729,167 Options to Bill Fry or his nominee in lieu of accrued Director's fees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Bill Fry or his nominee and any associates of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by Key Management Personnel or Closely Related Parties: A person appointed as proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
 - (i) a member of the Key Management Personnel for the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES TO ALASDAIR COOKE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 9,375,000 Shares and 4,687,500 Options to Alasdair Cooke or his nominee in lieu of accrued Director's fees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Alasdair Cooke or his nominee and any associates of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by Key Management Personnel or Closely Related Parties: A person appointed as proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
- (i) a member of the Key Management Personnel for the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES TO GEORGE CAMERON-DOW

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Shares and 1,000,000 Options to George Cameron-Dow or his nominee in lieu of accrued Director's fees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of George Cameron-Dow or his nominee and any associates of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Restriction on proxy voting by Key Management Personnel or Closely Related Parties: A person appointed as proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
 - (i) a member of the Key Management Personnel for the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 7 – APPROVAL OF PLACEMENT FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000,000 Shares at an issue price of at least 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue of the Shares was made or, if there is a prospectus relating to the issue, over the last 5 days on which sales of Shares were recorded before the date of the prospectus and otherwise on the terms set out in the Explanatory Statement."

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

- (a) if it is cast by an allottee as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. Subject to the following, the Chairman of the Meeting will vote undirected proxies in favour of all Resolutions.

In relation to Resolutions 4, 5 and 6 the proxy form expressly authorises the Chairman to exercise the proxy even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Any undirected proxies held by a Director, any member of the Key Management Personnel or any of their Closely Related Parties (who are not the Chairman of the Meeting) will not be voted on Resolutions 4, 5 and 6.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 24 June 2017 at 4:00 pm (WST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board

Mr Steven Jackson
Company Secretary

Dated: 22 May 2017

EVE INVESTMENTS LIMITED

ACN 106 523 611

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. BACKGROUND TO PLACEMENT AND THE RESOLUTIONS

In accordance with the Company's ASX announcements of 3 and 5 May 2017, the Company has placed 188,137,500 Shares to unrelated parties to raise \$1,128,825. These Shares have been issued under the Company's 15% placement capacity and ratification is sought for this placement under Resolution 1.

As part of the placement, subscribers for the Shares will receive 1 free attaching Option for every 2 Shares subscribed for. The issue of these Options as part of the placement is the subject of Resolution 2.

As part of the placement, 5,000,000 Options will be issued to brokers as a capital raising fee in respect of the placement. The issue of up to 5,000,000 Options to brokers is the subject of Resolution 3.

Resolutions 4, 5 and 6 concerns the issue of securities on the same terms as the placement to each of the 3 Directors. The Directors are seeking approval to convert accrued Directors' fees to securities on the same terms as the placement. The Shares will be issued at the deemed issue price of 0.6 cents with 1 free Option for every 2 Shares issued.

Resolution 7 seeks approval so that the Company may issue up to 300,000,000 Shares to unrelated parties being a placement facility. Amongst other things, the placement facility may be used to fund the completion payment for the Jenbrook transaction (\$1,390,000).

2. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES

Resolution 1 seeks Shareholder approval in relation to the issue of 188,137,500 Shares issued as a placement to unrelated parties.

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without the approval of shareholders.

Listing Rule 7.4 provides that an issue of securities made without the approval under Listing Rule 7.1 is treated as having been made with approval if the issue of securities did not breach Listing Rule 7.1 (that is, the issue was within the Company's 15% capacity or any additional 10% placement under Listing Rule 7.1A) and shareholders subsequently approve it.

The Shares issued the subject of this Resolution were issued within the Company's 15% capacity. The Company seeks Shareholder approval to ratify the securities issued and refresh the Company's 15% capacity.

In accordance with Listing Rule 7.5, the following information is provided to Shareholders:

- (a) The number of securities issued was 188,137,500 Shares.
- (b) The Shares were issued at an issue price of 0.6 cents each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued shares.

- (d) The Shares were issued to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. None of the subscribers is a related party of the Company.
- (e) The Company has or will use the funds from the placement to complete the Omni Innovation subscription transaction, to pay the deposit for the Jenbrook transaction and for general working capital.

3. RESOLUTION 2 – APPROVAL OF PLACEMENT OPTIONS

Resolution 2 seeks Shareholder approval so that the Company may issue up to 94,068,764 Options to unrelated parties to the placement subscribers on the basis of 1 free Option for every 2 Shares subscribed for under the placement.

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its remaining 15% placement capacity by the placement the subject of Resolution 1.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is up to 94,068,764 Options.
- (b) The Options will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Options will be issued for nil consideration.
- (d) The Options will be issued to subscribers under the placement being sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. None of the subscribers is a related party of the Company.
- (e) The Options have an exercise price of 0.6 cents and an expiry date of 31 December 2017. The full terms of the Options are set out in Annexure 1.
- (f) There will be no funds raised by the issue of the Options.
- (g) It is intended that the Options will be issued on one date.

4. RESOLUTION 3 - APPROVAL OF BROKER OPTIONS

Resolution 3 seeks Shareholder approval so that the Company may issue up to 5,000,000 Options to brokers as a capital raising fee in respect of the placement of Shares and Options (the subject of Resolutions 1 and 2). None of the brokers is a related party of the Company.

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its remaining 15% placement capacity by the placement the subject of Resolution 1.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is up to 5,000,000 Options.
- (b) The Options will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Options will be issued for nil cash consideration.

- (d) The Options will be issued to brokers that assisted with the placement. None of the brokers will be a related party of the Company.
- (e) The Options have an exercise price of 0.6 cents and an expiry date of 30 June 2018. The full terms of the Options are set out in Annexure 2.
- (f) There will be no funds raised by the issue of the Options.
- (g) It is intended that the Options will be issued on one date.

5. RESOLUTIONS 4, 5 AND 6 - APPROVAL TO ISSUE SECURITIES TO DIRECTORS

Resolutions 4, 5 and 6 seek Shareholder approval so that the Company may issue securities on the same terms as the placement (the subject of Resolutions 1 and 2) to each of Bill Fry, Alasdair Cooke and George Cameron-Dow or their nominees in lieu of accrued Directors' fees.

Accrued Directors' fees that are sought to be converted to securities on the same terms as the placement are Bill Fry - \$68,750 (fees from February 2017 to June 2017), Alasdair Cooke - \$56,250 (fees from October 2016 to June 2017) and George Cameron-Dow - \$12,000 (fees from February 2017 to June 2017). In respect of these accrued fees, Shares will be issued at a deemed issue price of 0.6 cents and 1 free Option will be issued for every 2 Shares issued.

Listing Rule 10.11 requires a company to obtain shareholder approval prior to the issue of securities to a related party. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The securities will be issued to Bill Fry or his nominee (Resolution 4), Alasdair Cooke or his nominee (Resolution 5) and George Cameron-Dow or his nominee (Resolution 6).
- (b) The maximum number of securities the Company will issue is up to 11,458,333 Shares and 5,729,167 Options to Bill Fry or his nominee (Resolution 4), up to 9,375,000 Shares and 4,687,500 Options to Alasdair Cooke or his nominee (Resolution 5) and up to 2,000,000 Shares and 1,000,000 Options to George Cameron-Dow or his nominee (Resolution 6).
- (c) The securities will be issued no later than 1 month after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (d) Bill Fry, Alasdair Cooke and George Cameron-Dow as Directors are related parties.
- (e) The Shares will be issued at a deemed issue price of 0.6 cents each in lieu of accrued Directors' fees and the Options will be issued as free attaching Options on the basis of 1 free Option for every 2 Shares. The Shares will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares. The Options will have an exercise price of 0.6 cents and an expiry date of 31 December 2017. The full terms of the Options are set out in Annexure 1.
- (f) There will be no funds raised from the issue of the securities.

The Directors of the Company independent of the particular Director to be issued the securities in each case have resolved that the issue of the securities the subject of the relevant Resolution is on reasonable arms length terms for the Company as the particular Director will be issued with securities on reasonable terms being at a deemed issue price of 0.6 cents and 1 free Option for every 2 Shares issued which is on the same terms as the placement to unrelated parties and otherwise on commercial terms. By reason of this, no separate related party approval under the Corporations Act is sought.

6. RESOLUTION 7 – APPROVAL OF PLACEMENT FACILITY

Resolution 7 seeks Shareholder approval so that the Company may issue up to 300,000,000 Shares to unrelated parties being a placement facility. Amongst other things, the placement facility if utilised may be used to fund the completion payment for the Jenbrook transaction (\$1,390,000).

Shareholder approval is required for the purposes of Listing Rule 7.1 as the Company has used its remaining 15% placement capacity by the placement the subject of Resolution 1.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is up to 300,000,000 Shares.
- (b) The Shares will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Shares will be issued at a price of at least 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue of Shares was made or, if there is a prospectus relating to the issue, over the last 5 days on which sales of Shares were recorded before the date of the prospectus.
- (d) At the date of this Explanatory Statement, the names of the proposed subscribers are not known and the quantity of the Shares to be issued to each subscriber is not known. The Company intends (but without limitation) to issue the Shares to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. The Shares will not be issued to Directors or other related parties.
- (e) The Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the issue of the Shares to fund the completion payment for the Jenbrook transaction and/or general working capital.
- (g) It is intended that the Shares will be issued on one date.

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

ASX	ASX Limited (ACN 008 624 691).
Board	the Board of Directors of the Company.
Chair or Chairman	the person appointed to chair the Meeting convened by this Notice.
Closely Related Party	a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company	EVE Investments Limited (ACN 106 523 611).
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Directors	Directors of the Company from time to time.
Explanatory Statement	this Explanatory Statement.
General Meeting or Meeting	the meeting convened by this Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	the listing rules of the ASX.
Notice	notice of meeting that accompanies this Explanatory Statement.
Option	an option to subscribe for a Share.
Resolution	a resolution referred to in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of Shares in the Company.
WST	Western Standard Time, Perth, Western Australia.
\$	Australian dollars unless otherwise stated.

ANNEXURE 1

Terms of Options (Resolutions 2, 4, 5 and 6)

1. Each Option entitles the holder to one Share (fully paid ordinary share).
2. The exercise price of the Options is 0.6 cents.
3. The Options are exercisable at any time prior to 5.00 pm WST on 31 December 2017 ("**Expiry Date**").
4. The Options are freely transferable. The Options are not intended to be quoted.
5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
6. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
7. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
8. If there is a bonus issue ("**Bonus Issue**") to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

ANNEXURE 2

Terms of Options (Resolution 3)

1. Each Option entitles the holder to one Share (fully paid ordinary share).
2. The exercise price of the Options is 0.6 cents.
3. The Options are exercisable at any time prior to 5.00 pm WST on 30 June 2018 ("**Expiry Date**").
4. The Options are freely transferable. The Options are not intended to be quoted.
5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
6. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
7. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
8. If there is a bonus issue ("**Bonus Issue**") to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

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EVE INVESTMENTS LIMITED
ACN 106 523 611
PROXY FORM

APPOINTMENT OF PROXY
EVE Investments Limited

I/We

being a Shareholder of EVE Investments Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chair of the Meeting or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia on Monday, 26 June 2017 at 10:00am (WST) and at any adjournment thereof.

Authority for Chair to vote undirected proxies on remuneration based resolutions (Resolutions 4, 5 and 6)

If you appoint a member of the Company's Key Management Personnel (other than the Chair of the Meeting) or a Closely Related Party of a member of the Company's Key Management Personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolutions 4, 5 and 6, your proxy will NOT cast your vote on these Resolutions and your votes will not be counted.

If you appoint the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote in respect of Resolutions 4, 5 and 6, you hereby expressly authorise the Chair of the Meeting to exercise your proxy even though these Resolutions are connected directly or indirectly with the remuneration of the members of the Company's Key Management Personnel.

Chair's voting intention in respect of undirected proxies

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change

Voting on Business of the General Meeting

		For	Against	Abstain
Resolution 1	Ratification of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue securities to Bill Fry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue securities to Alasdair Cooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue securities to George Cameron-Dow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Please return this Proxy Form to the Company Secretary, EVE Investments Limited, by delivery, post, facsimile or email in accordance with the accompanying instructions.

Signed this _____ day of _____ 2017.

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Secretary

Sole Director and Sole Secretary

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EVE INVESTMENTS LIMITED

ACN 106 523 611

Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. Lodgement of Proxy Form
 - by hand to the Company's office at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, 6008;
 - by post to PO Box 162, Subiaco, Western Australia, 6904;
 - by facsimile to facsimile number +61 8 6465 5599

by no later than 48 hours prior to the time of commencement of the Meeting.

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